

RECORDATION NO. 5818- Filed 142

3-172A058

**NORTH
AMERICAN
CAR**

IN 21 1983 .10 30 AM No.

CAR **INTERSTATE COMMERCE COMMISSION**

JUN 21 1983

NORTH AMERICAN CAR CORPORATION

Net \$ 60.00

**33 West Monroe
Chicago, IL U.S.A. 60603
Telephone 312.853.5000
Telex #255222**

RECORDATION NO. 60 Filed 1425

JUN 21 1983 - 10 30 AM

Secretary

Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary:

I have enclosed several originals of the document described below, to be recorded pursuant to Section 11303 of title 49 of the U.S. Code.

This document is a Supplemental Trust Agreement, a secondary document, dated as of May 31, 1983.

This one is
5818-M

The primary document to which this document is connected is recorded under recordation no. 5818.

The names and addresses of the parties are:

Obligor: North American Car Corporation
33 West Monroe Street
Chicago, Illinois 60603

Trustee: Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60603

Attn: Corporate Trust Department

The Equipment covered by the document is described therein.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the messenger delivering this letter.

A short summary of the document to appear in the index follows: Complete restatement of all ^{equipment} ~~members~~ covered.

Supplemental Trust Agreement to an Equipment Trust Agreement with Recordation No. 5818, dated as of May 31, 1983, between North American Car Corporation, and Harris Trust and Savings Bank, as Trustee, restating the equipment covered in said Equipment Trust Agreement.

Very truly yours,

Jerome P. Frett

Enclosures



NORTH AMERICAN CAR CORPORATION

222 SOUTH RIVERSIDE PLAZA • CHICAGO, ILLINOIS 60606 U.S.A. • (312) 648-4000 • TELEX 255222

November 27, 1980

RECORDATION NO. 5818-21

0-354A-15

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

DEC 19 1980-8 10 AM

DEC 19 1980

INTERSTATE COMMERCE COMMISSION

Re: Section 11303 Filing: Supplement Agreement dated as of November 27, 1980, ("Supplement") to Equipment Trust Agreement dated as of August 15, 1970, ("Agreement") by and between North American Car Corporation (the "Company") and Harris Trust and Savings Bank (the "Trustee").

Dear Mr. Secretary:

Enclosed for recording under Section 11303 of the Interstate Commerce Act are executed counterparts of the above described Supplement. The Agreement was recorded with the Interstate Commerce Commission and was assigned recordation number 5818.

Under the Agreement, the Trustee leases the equipment subject thereto to the Company and the Company guarantees the payment of principal and interest on the equipment trust certificates issued under the Agreement, all in accordance with the Agreement.

The general description of the equipment which the Supplement subjects to the terms of the Agreement is as stated in Exhibit A of the Supplement. The Company will be the Vendor of such equipment to the Trustee.

The general description of the equipment which the Supplement releases from the terms of the Agreement is as stated in Exhibit I to the Supplement.

Also enclosed is a check, payable to the Interstate Commerce Commission, in the amount of \$10.00 as the recording fee for the Supplement.

Pursuant to the Commission's rules and regulations for the recording of certain documents under Section 11303 of the Interstate Commerce Act, you are hereby requested to duly file two of the enclosed counterparts for record in your office and to return the remaining copies, together with the Secretary's Certificate of Recording, to the messenger making this delivery.

If you have any questions, please contact me.

Very truly yours,

James M. Gillespie
Attorney

JMG/dak
enclosures

DEC 19 1980
8 42 AM '80
FILES
BRANCH



NORTH AMERICAN CAR CORPORATION

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NOV 27 1980

Harris Trust and Savings Bank,
as Trustee of the
North American Car Corporation
Equipment and Collateral
Trust Agreement,
SECOND 1970 SERIES
111 West Monroe Street
Chicago, Illinois 60670

RECORDATION NO. 5818-6 FILED 1405

DEC 19 1980-8 50 AM

INTERSTATE COMMERCE COMMISSION

Gentlemen:

Referring to Section 5.06 of the Equipment and Collateral Trust Agreement dated as of August 15, 1970 between you, as Trustee, and North American Car Corporation, a Delaware corporation, as Lessee, North American Car Corporation hereby agrees with you as follows:

1. The cars described in Exhibit I, which were a part of the Trust Equipment (as defined in said Agreement) have been destroyed or otherwise disposed of or became unsuitable or unnecessary for the use of the Company (hereinafter the "Released Cars") in accordance with the terms of said Agreement. The fair market value of the Released Cars immediately prior to such destruction or other such disposition is set forth in Exhibit I and is equal to or greater than any sale price thereof. By execution hereof, the Trustee hereby releases and quitclaims over to North American any and all interest of the Trustee in and to the Released Cars set forth in Exhibit I under the Agreement.
2. The Released Cars have been replaced by the cars described in Exhibit A (the "Added Cars"), which have been delivered to North American, as lessee, are marked as required by Section 3.04 of said Agreement and have the fair market value set forth in Exhibit A which is less than the cost thereof.
3. All other cars constituting a part of the Trust Equipment at the date hereof are in existence and in interchange condition. In the case of any Trust Equipment repainted during the preceding year, the marking required by Section 3.04 of said Agreement has been preserved or repainted cars have again been marked as required by said Section.

4. The Trust Equipment has been insured against loss or damage in accordance with the terms of the Agreement.

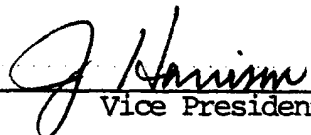
The undersigned agent is hereby designated by you to accept delivery and certify as to the marking of cars and he hereby certifies to you that said Added Cars have been delivered to him as such agent.

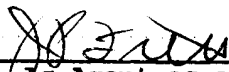
North American herewith delivers to you (a) a Bill of Sale transferring title to you, as Trustee, to such replacement cars, and (b) the opinion of Counsel, as to your title to such Added Cars, both complying with the requirement of said Agreement.

North American Car Corporation requests that you execute this instrument in the space provided below, in consideration hereof, for the purpose of constituting this instrument a Supplement to the Agreement. Said Agreement shall continue in full force and effect except as amended herein. To the extent the Agreement requires certification as to any of the above items, the signature of the officer named below shall constitute such certification.

Very truly yours,

NORTH AMERICAN CAR CORPORATION

By 
Vice President


As Agent as aforesaid

(Corporate Seal)

ATTEST:


Assistant Secretary

HARRIS TRUST AND SAVINGS BANK, TRUSTEE


Vice President

(Corporate Seal)

ATTEST:


Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, Lina Prewitt, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 27th day of November, 1980, John Harrison + James M. Gillespie known to me to be the Vice President and the Assistant Secretary, respectively, of North American Car Corporation, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Lina Prewitt
Notary Public

My Commission Expires:

My Commission Expires March 26, 1983

STATE OF ILLINOIS)
) SS
COUNTY OF COOK)

I, LAVETTE C. SEAY, a Notary Public in and for the County and State aforesaid, do hereby certify that on the 15th day of December, 1980, R. G. MASON and C. POTTER, known to me to be one of the VICE PRESIDENT and one of the ASSISTANT SECRETARY respectively, of Harris Trust and Savings Bank, of Chicago, personally appeared before me and being first duly sworn by me severally acknowledged that they signed the foregoing document in the respective capacities therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Lavette C. Seay
Notary Public

My Commission Expires:

November 29, 1984

EXHIBIT 1

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
RELEASED CARS

<u>Quantity</u>	<u>Serial Numbers</u>	<u>Description</u>	<u>Cost</u>	<u>Fair Value</u>
1	008246	20,700 gallon capacity tank car	\$ 20,947.76	\$ 27,988.65

EXHIBIT A

NORTH AMERICAN CAR CORPORATION
SECOND 1970 EQUIPMENT TRUST
REPLACEMENT CARS

<u>QUANTITY</u>	<u>SERIAL NUMBERS</u>	<u>DESCRIPTION</u>	<u>COST</u>	<u>FAIR VALUE</u>
1	480707	4,750 cu. ft. hopper cars	\$ 35,201.60	\$ 35,201.60